

AFFIDAVIT
OF NEUTRALITY

Affidavit
of
Simon

UNITED STATES DISTRICT COURT
SOUTHERN DISTRICT OF NEW YORK

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DOMINICA MANAGEMENT, INC.,

Plaintiff,

-against-

AMERICAN UNIVERSITY OF ANTIGUA
COLLEGE OF MEDICINE, NEAL S. SIMON
AND SOL WELTMAN,

Defendants.

-----X

STATE OF NEW YORK)

ss.:

COUNT OF NEW YORK

Neal S. Simon being duly sworn deposes and says:

1. I am President of American University of Antigua. College of Medicine a position which I have held since January of 2004. From 1988 until May 2003, I was President and General Counsel of Ross University School of Medicine, Ross University School of Veterinary Medicine and an officer of Dominica Management, Inc., a New York corporation formed in 1997 by the law firm of Polatsek and Sclafani.

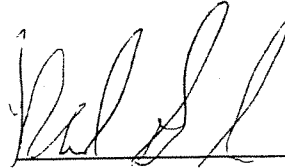
2. The purpose of the New York corporation, Dominica Management, Inc. was solely to provide administrative services to Ross University School of Medicine, and Ross University School of Veterinary Medicine.
3. Robert Ross was the sole shareholder and Chairman of Ross University School of Medicine and Ross University School of Veterinary Medicine and was also the sole shareholder of Dominica Management, Inc., the New York corporation formed in 1997.
4. In 2000, Robert Ross sold Ross University School of Medicine and Ross University School of Veterinary Medicine to a private investment firm.
5. Thereafter, I was given to understand, the new owners formed an offshore corporation, placed the shares of Ross University School of Medicine and Ross University School of Veterinary Medicine into that entity, and then placed the shares of that offshore company into the hands of "Dominica Management, Inc."
6. I further was given to understand that, upon doing so, the owners also terminated the administrative services contract that had been made between Ross University School of Medicine, Ross University School of Veterinary Medicine and the Dominica Management, Inc. entity that Mr. Scalfani's firm had incorporated for Dr. Ross.
7. Thus, I understood, the "Dominica Management, Inc." that Mr. Scalfani had incorporated went from being a management company related to Ross University School of Medicine and Ross University School of Veterinary Medicine only under an administrative services contract to a holding

company that now holds the shares of an offshore company that, in turn, holds Ross University School of Medicine and Ross University School of Veterinary Medicines shares.

8. Thereafter, I believe that the real parties in interest behind Ross University School of Medicine and Ross University School of Veterinary Medicine formed another separate corporation also named Dominica Management, Inc. In a jurisdiction other than New York. I am not certain but believe that the corporation was formed in New Jersey.\
9. This new corporation, I was given to understand, undertook, by contract with Ross University School of Medicine and Ross University School of Veterinary Medicine, the administrative duties previously performed by the "Dominica Management, Inc." that Mr. Slafani's had incorporated.
10. I believe that it is the latter "Dominica Management, Inc." that is the plaintiff in the instant matter.
11. Based on my recollection of these changes in corporate structure and ownership that took place in 2000 and thereafter, I commenced a corporate records search of Dominica Management, Inc. to ascertain whether or not the Dominica Management, Inc. that my attorney, Leonard Sclafani had represented in some minor matters was the same Dominica Management, Inc. that was the plaintiff in the instant matter.
12. The result of my corporate record search indicated that a company named Dominica Management, Inc. was formed in New York in November 1997 the registered agent was Robert Ross with an address at 460 West 34th Street,

New York, New York 10001 and that an annual statement for that entity was last filed with the Secretary of State of the State of New York on November 5, 2001.

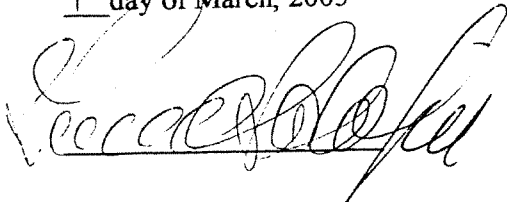
13. A copy of that document is attached hereto as Exhibit "A".
14. A further search showed that a company named Dominica Management, Inc., corporate ID#0100887445 was incorporated in the State of New Jersey on September 10, 2002 with an address at 499 Thronhill Street, 10th fl, Edison New Jersey, 08837 with tax ID # of 133979959. This is the present address of Ross University, See Exhibit "B" attached hereto.
15. Based upon the above document,s it is my belief that the Dominica Management, Inc. that is the plaintiff in this matter is not the same corporate entity that Leonard Sclafani performed legal services for prior to September 2000.



Neal S. Simon

Sworn to before me this

4 day of March, 2005



LEONARD A. SCLAFANI
Notary Public, State of New York
No. 02SC8120579
Westchester County
December 20, 2008